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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

PROFESSIONAL FINANCIAL  
INVESTORS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-30604

(Jointly Administered)

**ORDER (I) APPROVING THE PLAN SUMMARY  
AND CONDITIONALLY APPROVING  
DISCLOSURE STATEMENT; (II) SCHEDULING  
COMBINED HEARING ON APPROVAL OF  
DISCLOSURE STATEMENT AND  
CONFIRMATION OF PLAN AND APPROVING  
THE FORM AND MANNER OF SERVICE OF  
THE COMBINED HEARING NOTICE; (III)  
ESTABLISHING NON-INVESTOR BAR DATES  
FOR FILING PROOFS OF CLAIM; (IV)  
APPROVING FORM AND MANNER OF NOTICE  
OF NON-INVESTOR BAR DATES; (V)  
ESTABLISHING PROCEDURES FOR THE  
SOLICITATION AND TABULATION OF VOTES  
ON PLAN; AND (VI) APPROVING RELATED  
MATTERS**

**Hearing Date:**

Date: April 15, 2021  
Time: 11:00 a.m. (Pacific Time)  
Place: 450 Golden Gate Avenue, 16th Floor  
San Francisco, CA 94102  
Judge: Honorable Hannah Blumenstiel

<sup>1</sup> A complete list of the Debtors and their respective chapter 11 case numbers may be found at [www.donlinrecano.com/pfi](http://www.donlinrecano.com/pfi). The federal tax identification numbers of each of the Debtors is also available in the bankruptcy petitions of each Debtor, also available at the Donlin Recano website.

1 This matter coming before the Court on the *Motion for an Order (I) Approving the Plan*  
2 *Summary and Conditionally Approving Disclosure Statement; (II) Scheduling Combined Hearing*  
3 *on Approval of Disclosure Statement and Confirmation of Plan and Approving the Form and*  
4 *Manner of Service of the Combined Hearing Notice; (III) Establishing Non-Investor Bar Dates for*  
5 *Filing Proofs of Claim; (IV) Approving Form and Manner of Notice of Non-Investor Bar Dates; (V)*  
6 *Establishing Procedures for the Solicitation and Tabulation of Votes on Plan; and (VI) Approving*  
7 *Related Matters* (the “Motion”)<sup>2</sup> [Docket No. 513], jointly filed by the above-captioned debtors and  
8 debtors-in-possession (the “Debtors”) and Official Committee of Unsecured Creditors (the  
9 “Committee”); the Court having reviewed the Motion, the timely-filed objections thereto (the  
10 “Objections”), and having heard the statements of counsel regarding the relief requested in the  
11 Motion at a hearing before the Court (the “Hearing”); and the Court having determined that the legal  
12 and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted  
13 herein;

14 **IT IS HEREBY ORDERED THAT:**

- 15 1. The Motion is GRANTED.
- 16 2. The Objections are overruled, without prejudice to renewal in connection with final  
17 approval of the Disclosure Statement.
- 18 3. The Plan Summary, Cover Letter, AD Hoc LLC Members Committee Plan Support  
19 Letter, and Ad Hoc DOT Noteholders Committee Plan Support Letter, to the extent modified by  
20 Docket No. 560 (the “Modified Exhibit Notice”) and on the record, are approved as part of the  
21 Solicitation Package.
- 22 4. The Disclosure Statement is conditionally approved as containing adequate  
23 information within the meaning of section 1125 of the Bankruptcy Code. Any objections to the  
24 adequacy of the information contained in the Disclosure Statement are expressly reserved for  
25 consideration at the Combined Hearing (defined below).
- 26 5. The following Non-Investor bar dates are set:

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<sup>2</sup> A capitalized term used but not defined herein shall have the meaning ascribed to it in the Motion.

- 1 a. **May 13, 2021** (the “Non-Investor General Bar Date”) as the **last day** for the  
2 filing of Proofs of Claim in this Case for all non-Investor claims (except as  
3 set forth below) against the Debtors arising prior to the time the petition in  
4 the applicable case was filed (the “Petition Date”), as set forth in the chart  
5 below;
- 6 b. **May 13, 2021** (the “PFI/PISF Governmental Claims Bar Date”) as the **last**  
7 **day** for all governmental units, as defined in section 101(27) of the  
8 Bankruptcy Code, to file Proofs of Claim against Debtors Professional  
9 Financial Investors, Inc., and Professional Investors Security Fund, Inc.  
10 arising before the applicable Petition Date, as set forth in the chart below; and
- 11 c. **180 days after the date of the entry of the Order for Relief** (the “LLC/LP  
12 Governmental Claims Bar Dates”) as the **last day** for all governmental units,  
13 as defined in section 101(27) of the Bankruptcy Code, to file Proofs of Claim  
14 against all remaining Debtors arising before the applicable Petition Date,  
15 which the Debtors have calculated as follows:
- 16 i. **June 9, 2021** as to claims against those certain LLC/LP Debtors for  
17 which Orders for Relief were entered on December 11, 2020;
- 18 ii. **August 16, 2021** as to claims against those certain LLC/LP Debtors  
19 for which Orders for Relief were entered on February 17, 2021;
- 20 iii. **August 17, 2021** as the Governmental Claims Bar Date as to claims  
21 against those certain LLC/LP Debtors for which Orders for Relief  
22 were entered on February 18, 2021.

23 6. The following persons and other entities whose claims otherwise would be subject  
24 to the Non-Investor Bar Dates are excepted from the provisions herein and are not required to file  
25 proofs of claim against the Debtors on or before the Non-Investor Bar Dates:

- 26 a. Claims of Investors;
- 27 b. Claims of Holders of TIC Interests who make the TIC Investor Treatment  
28 Election;
- 29 c. Claims already duly filed in these cases with the Clerk of this Court;
- 30 d. Claims listed in the Debtor’s Schedules, if the claimant does not dispute the  
31 amount or manner in which its claim is listed in the Schedules or the nature  
32 of the claim and if such claim is not designated therein as “contingent,”  
33 “unliquidated,” “disputed” or “unknown;”
- 34 e. Claims arising on or after the Petition Date;
- 35 f. Claims of professionals retained by the Debtors or the Committees who assert  
36 administrative claims for fees and expenses subject to the Court’s approval  
37 pursuant to sections 328, 330, and 331 of the Bankruptcy Code;
- 38 g. Claims by any person or entity whose claim has been paid by the Debtor or  
39 has been otherwise satisfied;

1                   h. Claims for cure payments if the Debtors assume a contract pursuant to 11  
2                   U.S.C. section 365; and

3                   i. Any claim for fees relating to this Case under 28 U.S.C. § 1930;

4           7. Any proof of Claim required to be filed pursuant to the provisions of this Order and  
5 not filed on or before the applicable Non-Investor Bar Date shall be forever barred from assertion  
6 against the Debtors, the Debtors' estates, and any successor to the foregoing under a confirmed plan  
7 of reorganization and/or liquidation or structured dismissal or otherwise (a "Confirmed Plan"), and  
8 the holder of such Claim shall be forever barred and prohibited from participating in any distribution  
9 in these cases including, but not limited to, any distribution under a Confirmed Plan and in a  
10 subsequent chapter 7 liquidation of the Debtors' estates.

11           8. The Non-Investor Notice of Bar Date is approved in all respects. In accordance with  
12 Bankruptcy Rule 2002, the Debtors are hereby authorized to cause the Non-Investor Notice of Bar  
13 Date to be given by first class mail, postage prepaid, on or before April 22, 2021, upon (i) all known  
14 creditors, including those entities set forth in the section D.b. of the Motion, except that with respect  
15 to parties to contracts other than known Investors, counterparties within four years prior to the  
16 Petition Date shall be served; (ii) all parties listed on the Debtors' master mailing matrix; (iii) all  
17 entities having filed a notice of appearance and demand for papers; and (iv) the Office of the United  
18 States Trustee, except that the Non-Investor Notice of Bar Date shall be not be sent to known  
19 Investors. For any non-Investor claimants entitled to vote on the Plan, the Non-Investor Notice of  
20 Bar Date, together with the standard form Proof of Claim may (but are not required to) be sent in  
21 the Solicitation Package.

22           9. The Combined Hearing Notice and Notice of Non-Voting Status are approved in all  
23 respects.

24           10. The forms of Ballot are approved in all respects.

25           11. April 15, 2021 is established as the Voting Record Date for the purposes of  
26 determining the creditors and equity interest holders entitled to receive the Solicitation Package or  
27 the Notice of Non-Voting Status and to vote on the Plan.

28           12. The Solicitation Package and Non-Voting Notices shall be sent for distribution not  
later than April 22, 2021.

1           13.     If multiple Solicitation Packages would otherwise go to the same physical address,  
2 the Proponents shall be entitled, but not required, to combine the Solicitation Packages into a single  
3 Solicitation Package with multiple ballots, even if the claimant names are not identical.

4           14.     By not later than May 6, 2021, the Proponents shall file a proofs of service of the  
5 Solicitation Package, Notice Non-Investor Notice of Bar Date, and Non-Voting Notices  
6 demonstrating compliance with the service requirements hereof.

7           15.     Any Plan Supplement must be filed with this Court not later than May 6, 2021.

8           16.     Ballots must be received on or before **May 13, 2021 at 4:00 p.m. (Pacific Time)**  
9 (**“Voting Deadline”**) in accordance with the instructions on the applicable Ballot, unless extended  
10 by the Debtors in writing.

11           17.     The Vote Tabulation Rules, attached as **Exhibit E** to the Motion, as amended by the  
12 Modified Exhibit Notice and on the record, are approved in all respects. Any Other Rule 3018  
13 Motion (as defined therein) must be filed with the Court, together with proof of service thereof, and  
14 served upon: (i) the Office of the United States Trustee; (ii) counsel for the Debtors; (iii) counsel  
15 for the Committee; (iv) counsel for the Ad Hoc Committees; and (v) any party that has requested  
16 notice pursuant to Bankruptcy Rule 2002 by hand delivery or in a manner as will cause such  
17 objection to be received by all such parties on or before **April 29, 2021 at 4:00 p.m. (Pacific Time)**.  
18 Any objections not filed and served as set forth above will not be considered by the Court. Any  
19 objection to an Other Rule 3018 Motion must be filed by no later than **May 13, 2021**. Replies, if  
20 any, in support of the Other Rule 3018 Motion must be filed no later than **May 20, 2021**.

21           18.     Any such Other Rule 3018 Motion may be resolved by agreement between the  
22 Proponents, in consultation with the Ad Hoc Committees, and the movant without the requirement  
23 for further order or approval of the Court.

24           19.     As to any creditor filing an Other Rule 3018 Motion, such creditor’s Ballot shall not  
25 be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing,  
26 prior to the Combined Hearing. Should any Other Rule 3018 Motion be timely filed and should the  
27 Plan Proponents deem material for purposes of voting and tabulation, the Plan Proponents shall file  
28 by no later than May 21, 2021 a notice and request for hearing on the Other Rule 2018 Motion.

1           20. Any objection to an Investor Rule 3018 Motion must be filed by no later than May  
2 20, 2021, and shall be heard at the Combined Hearing.

3           21. Objections to the adequacy of the Disclosure Statement or confirmation of the Plan  
4 must be in writing, must conform to the Bankruptcy Rules, must set forth the name of the objector,  
5 the nature and amount of Claims or Interests held or asserted by the objector against the Debtors,  
6 the basis for the objection and the specific grounds of the objection, and must be filed with the  
7 Bankruptcy Court, together with proof of service thereof, and served upon: (i) the Office of the  
8 United States Trustee; (ii) counsel for the Debtors; (iii) counsel for the Committee; (iv) counsel for  
9 the Ad Hoc Committees; and (v) any party that has requested notice pursuant to Bankruptcy Rule  
10 2002 by hand delivery or in a manner as will cause such objection to be received by all such parties  
11 on or before **May 13, 2021 at 4:00 p.m. (Pacific Time)**. Any objections not filed and served as set  
12 forth above will not be considered by the Court.

13           22. Any Plan Proponent or Ad Hoc Committee may file a reply to any objection to  
14 confirmation of the Plan or adequacy of the Disclosure Statement by **May 20, 2021**.

15           23. The Plan voting certification shall be filed by **May 20, 2021**.

16           24. A hearing shall be held before this Court on **May 27, 2021 at 10:00 a.m. (Pacific**  
17 **Time)** or as soon thereafter as counsel can be heard, to consider confirmation of the Plan (the  
18 **“Combined Hearing”**) before the Honorable Hannah L. Blumenstiel, United States Bankruptcy  
19 Judge via video or teleconference.

20           25. The Combined Hearing may be adjourned from time to time without further notice  
21 to creditors and other parties-in-interest by an announcement of the adjourned date at the Combined  
22 Hearing or any adjournment thereof or by an appropriate filing with the Court.

23           26. The relief granted herein shall apply to all Debtors.

24           27. The Debtors are authorized to take or refrain from taking any action necessary or  
25 appropriate to implement the terms of and the relief granted in this Order without seeking further  
26 order of the Court.

27           28. The Debtors are authorized to make non-substantive changes to the Disclosure  
28 Statement, Plan, Ballots, Combined Hearing Notice, Notice of Non-Voting Status, Non-Investor

1 Bar Date Notice, and related documents without further order of the Court, including, without  
2 limitation, changes to correct typographical and grammatical errors and to make conforming  
3 changes among the aforementioned documents prior to their distribution.

4         29. This Court shall retain jurisdiction over all matters related to or arising from the  
5 Motion or the interpretation or implementation of this Order.

6                                 \*\*\*\*\* **END OF ORDER** \*\*\*\*\*